

=====
Locust Lake Village Property Owners Association

BY LAWS

**ARTICLE I
NAME & ADDRESS**

Section 1. Name. The name of this corporation shall be Locust Lake Village Property Owners Association.

Section 2. Address. The address of the corporation shall be:

HC 87 - Box 121
Pocono Lake, Pennsylvania 18347

**ARTICLE II
PURPOSES & CONDITIONS**

Section 1. Purposes. The purposes of the corporation shall be to:

- A. provide vacation facilities for its members in the Pocono Mountains;
- B. provide for the administration, maintenance and operation of such bodies of water, beach facilities, waterfront, lands, trails, parks, recreation parks, recreation areas, docks, piers, buildings and facilities in connection therewith as may come into the control, ownership and management of the Association for community purposes;
- C. develop social activities and promote wholesome outdoor life and sports to the mental and physical well being and enjoyment of the Membership
- D. regulate, inspect and approve structures and plans for structures and obtain compliance generally with the restrictions and conditions as to the use of said lots;
- E. regulate and control recreational and related facilities and equipment in furtherance of the general plan of the community;
- F. levy and assess dues and special fees for the use of recreational and related facilities or other projects of the Association where deemed necessary and proper for it's purposes;
- G. determine reasonable rules and regulations of conduct of members, guests and tenants;
- H. provide for and regulate trash removal;
- I. engage in such other incidental and related activities so as to carry out the general purposes herein stated.

Section 2. Conditions. This Association does not contemplate pecuniary gain or profits, incidental or otherwise, to its members:

- A. the term of its existence is perpetual;
- B. this corporation is organized upon a non-stock basis.

=====

**ARTICLE III
MEMBERSHIP**

Section 1. Membership in the Association shall be required of and available only to persons, associations, or corporations named on the valid deed of one or more lots in Locust lake Village:

- A. Membership by the owners of a lot or lots as aforesaid shall entitle the family and guests of the member to all privileges extended by the Association, as herein restricted. Where an Association or Corporation is named as owner as defined above, an individual must be designated as representative as to use of such lot or lots;
- B. All members shall be subject to such dues, fees and assessments as may be determined by the Board of Directors pursuant to these By-Laws;
- C. Approval of membership is based on said valid deed and payment of all and any dues, assessments and/or fees.

Section 2. Membership Dues. Membership dues, fees and assessments shall be established by the Board of Directors;

- A. non-payment of annual dues shall result in forfeiture of all Association membership privileges, including the right to use Association owned and maintained recreational facilities and to hold elected office and participate in Association membership meetings, elections and activities;
- B. upon default in payment of the charges made pursuant to these By-Laws, the Board of Directors may take such action as it deems necessary for the collection thereof, including but not limited to, the publication of the names and addresses of the defaulting owners, the suspension of Association privileges, the imposition of interest and collection charges as provided for herein, and any necessary legal actions;
- C. Annual dues will coincide with the calendar year and total payment shall be for a full calendar year. Monthly penalty charges will be made following the last calendar day in February on current unpaid dues.
 - 1. All new members shall pay pro-rata based on a per diem calculation from date of acquisition. Members acquiring additional property will use pro-rata basis payment for additional property;
- D. For purposes of definition used in these By-Laws, a "member in good standing" is the person(s) or corporation named on the deed and currently paid up in dues, assessments and fees as of February 28th of the current year.

Section 3. Voting

- A. in all matters or questions pertaining to Amendments to the By-Laws of the Association, resolutions, proposed referenda, or other proposals affecting or concerning the administration or business of the Association which must be decided by the general membership of the Association, such decision shall be made by the majority vote of such members. Votes may only be cast on official ballots prepared for such purpose and provided to the members by the Association. There shall be no votes cast on the above enumerated measures by voice, by show of hand or otherwise, at any general' or special meeting of the members;
- B. only members in good standing (as defined in Article III, Section 2, paragraph D) shall be permitted to cast ballots, either for the matters referred to in paragraph A, above, or for the election of Directors;
- C. each such member in good standing shall be entitled to cast one vote for a building lot owned outright or under contract of sale on each matter or question to be decided by the membership. Ownership of more than one lot does not entitle the member to additional votes;
- D. if any two or more members own their property in Locust Lake Village as joint tenants, tenants, tenants in common, or as tenants by entirety, they shall have but one vote per lot between and among them;
- E. in the event the matter or question to be decided by the members is one of those enumerated in paragraph A,

=====
above, such measures shall have first been presented to the Board of Directors in accordance with the provisions of Article V, Section 1;

- F. any proposed measure, enumerated in paragraph A, above, which has been reviewed by the Board of Directors, in accordance with the provisions of Article V, Section 1, as amended, will be submitted, in writing, to all of the members of the Association for their consideration at least (14) days prior to the date set for counting ballots. At the same time a ballot shall be sent to each of the members on which there shall be set forth the proposed measure for their decision and vote;
- G. the Election Committee shall fix the date for counting of the ballots;
- H. ballots, to be valid, must be received in the Association office by noon of the date set for the counting;
- I. all of the members shall be notified immediately upon determining the results of the balloting.

ARTICLE IV MEETINGS

Section 1. Regular meetings. The Board of Directors shall hold regular meetings for the purpose of conducting the business of the Association. The schedule of meetings shall be determined by the Board of Directors but the interval between scheduled meetings shall not exceed 65 calendar days, unless caused by the weather or other unforeseen contingencies. All regular meetings shall be open to members in good standing only;

- A. Notice. All members of the Board of Directors shall receive due and timely notice of all meetings sufficiently in advance to be able to conveniently reach the place of the meeting;
- B. Order of Business. The order of business shall be determined by the Board of Directors but shall include:
 - 1. Quorum count
 - 2. Minutes of previous meeting
 - 3. Treasurer's report or financial reports
 - 4. Department/Committee reports
 - 5. Unfinished Business
 - 6. New Business
 - 7. Adjournment

Section 2. Special Meetings. Special meetings of the board of Directors may be called by the Chairman;

- A. Notice. Notice of a special meeting shall be the same as for regular meetings except that the notice shall include the purpose for which the meeting is being called;
- B. Order of Business. The order of business is limited to the purpose for which the meeting has been called.

Section 3. General Membership Meetings. A general membership meeting shall be held at least once each calendar year at a time and place to be determined by the Board of Directors;

- A. Notice. Written notice of the time and place of the annual meeting shall be mailed to each member in good standing, at least fourteen days prior to the time of the meeting. All notices shall be sent by regular mail to the members' addresses as registered with the Association office;
- B. Order of Business. The order of business_ shall be as stated in subparagraphs 1 through 7 under section 1, paragraph B above.

Section 4. Special Membership Meetings. The Chairman may call a special membership meeting after first having secured the approval of the Board of Directors or upon receipt of a petition signed by at least one hundred and fifty (150) members in good standing;

- =====
- A. Notice. Same as for general membership meetings except that the notice shall include the purpose for which the meeting is being called;
 - B. Order of Business. The order of business is limited to the purpose for which the meeting has been called.

Section 5. Quorum. At meetings of the Board of Directors, a majority of the total number of directorships authorized shall constitute a quorum. Fifty members in good standing shall constitute a quorum at general or special membership meetings.

Section 6. The Chairman of the Board of Directors shall preside over all meetings, whether of the Board of Directors or the membership, in accordance with Section 5 of Article VIII;

- A. Duly elected officers or committee chairman, in exercising the duties of their positions as herein contained shall be the only person authorized to speak or act on behalf of the Association;
- B. All other members must be specifically empowered to do so by the Board;
- C. Roberts Rules of Order shall govern the parliamentary procedure of the Association on all points not covered by the Articles of Incorporation and By-Laws.

ARTICLE V AMENDMENTS

Section 1. Any member in good standing may propose an amendment to the By-Laws by submitting the proposal in writing to the Rules and By-Laws Committee for review and submission to the Board of Directors. A statement of the reason or need for the amendment must accompany the proposal. In order for the proposal to be presented to the membership for vote, the proposed amendment must be approved by a majority of the Board of Directors.

- A. voting will be by official ballot only in accordance with Article III, Section 3, Paragraph A;
- B. voting on amendments to the By-Laws will normally be conducted in conjunction with the annual election of Directors. However, the Board of Directors may authorize a vote on proposed amendments at any time.

ARTICLE VI ADOPTION

Section 1. This Constitution and By-Laws shall become effective by majority vote of the Board of Directors. The adoption of this Constitution and By-Laws shall ratify and affirm the officers and committee members in office at the time of the adoption.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Powers. The affairs of the Association shall be governed and administered by the Board of Directors. They shall have full power, and it shall be their duty to carry out the purposes of the Association according to its Articles of Incorporation, constitution, bylaws, rules and budgetary limitations. In addition to and not in limitation of the powers granted the Board of Directors by law, they shall have these powers:

- A. to sue or defend suit in the Association name;
- B. to have a seal, which may be altered at pleasure, and to use the same in any proper manner;
- C. to purchase, take, receive, lease as lessee, take by gift or bequest, or devise, or otherwise acquire and to own, hold, use and otherwise deal with any real and/or personal property or any interest therein, situated in or out of the Commonwealth, which may be necessary and proper, in the name of the Association;

=====

D. to borrow money, enter into long - term contracts, issue its notes, bonds, or other evidences of debt for money or labor done, or money or property actually received, and to secure any of its obligations by mortgage, pledge security agreement, or deed of trust of any of its property franchises and income;

E. to elect or remove officers of the Board of Directors;

1. a majority vote of the members present and voting shall be required to elect officers;
2. an affirmative vote of a least seven (7) Board members shall be required to remove an officer;

F. to elect or remove members of the Board of Directors;

1. election of a member of the Board is accorded by right of membership in the Association (see Article III, Membership); to fill a Board vacancy, the procedure is in accordance with Article VII, Section 4;
 - a. if any two or members are named on the deed of a particular property - that is, own their property in Locust Lake Village as joint tenants, tenants in common or as tenants by entirety - whether or not of one family - only one member may stand for election to the Board of Directors and only one may serve on the Board of Directors at any one time.
2. any member of the Board may be removed for any of the following reasons:
 - a. by resignation of the member;
 - b. failure to attend any three meetings of the Board in anyone year from September through August;
 - c. conducting oneself in a manner which will affect adversely the confidence of the general membership of the Association and the integrity of the Board of Directors;
 - d. soliciting or receiving any improper consideration for procuring or agreeing to procure any contract or employment by or with the Association;
3. Procedure for removal of a Board Member;
 - a. at either a regular or special Board of Directors meeting, a motion to dismiss a Board member must be passed; further the motion will direct an appointed committee to investigate the removal of the Director for a specified cause;
 - b. the Board member in question will then be notified, in writing, of the motion and of the date set for review of the matter by the appointed Committee; the Board Member may attend the review;
 - c. the appointed Committee will review in the manner deemed most advisable. It will then submit its finding to the entire Board for action at its next scheduled meeting;
 - d. an affirmative vote of at least seven (7) Board Members shall be required to remove a Board Member.

G. To appoint or remove a person as Association Manager, and to establish the duties and the compensation of this position.

1. to appoint or remove a person as Association manager shall require an affirmative vote of at least 6 members of the nine-member Board;
2. duties, as established by the Board, shall be written into a job description of this position, kept current and on file;
3. the compensation for this position shall be as set by a majority vote of Board Members present at a

regular Board Meeting.

- H. To appoint or remove employees or agents of the Association and to define their compensation, if any.
 - 1. to appoint or remove any other full - time -employee or agent will be at the favor and judgement of the Committee Chairman directly involved with this responsibility, and of the Association Manager, with the final approval of the Board;
 - 2. to appoint or remove part - time employees will require .action by the Committee Chairman and Manager.
- I. to purchase, take by gift or bequest or otherwise acquire and to hold shares, bonds, securities or other evidence of debt of any person or corporation and to exercise all rights and privileges of such ownership, subject to limitations imposed by law;
- J. to make transfers, in trust of its property and assets, make contributions and donations for the public welfare, charity, religious, scientific, or educational purposes;
- K. to grant allowances, pensions, and death benefits to its officers, directors or employees;
- L. to arrange for proper and necessary security forces;
- M. to appoint an Association counsel and an Association certified public accountant, neither of whom need to be a member of the Association;
- N. to determine whether the conduct of any member violates any rules or by-laws of the Association, and if so, to fix or to allow its agent to fix the penalty for such violations;
- O. to promulgate rules and regulations for the conduct of the affairs of the Board and the Association within its purpose;
- P. to fix the time and place of all meetings of the membership;
- Q. to appoint committees and define their duties;
- R.
 - 1. to establish and enforce rates (dues) for community service upon the members for the management, operation, and maintenance of roads and other common facilities, but not for any other purpose. Where any capital expenditure, or any new single or multi phased project-excluding salaries and taxes-exceeds 8% of the calendar-year budget, approval of the general membership will be obtained by mail ballot stating complete details and need of the expenditure; and/or
 - 2. to make any assessment(s) for any single or multiphase project upon the members, only with the approval of the general membership obtained by mail ballot stating the complete details and need of the expenditure. Mail balloting will be done according to the By-Laws Article III, Section 2, Voting, Sub-sections A through I.
- S. To suspend or terminate the privileges of any member who fails to pay the prescribed dues and/or assessments, and to take the necessary legal action to collect same.

Section 2. Number & qualifications of Directors. The Board of Directors shall consist of not more than nine persons, who are members of the Association in good standing as defined in Article III, Section 2, Paragraph D;

- A. At the time a member submits his name as a candidate for election to the Board of Directors of Locust Lake Village, the candidate is required to disclose in writing, to the membership of the Association, all personal interest in locust lake Village, other than lot ownership, together with all business or financial links with, among or between other members of the Board, Association employees, or service agencies engaged by the Association. Statements will be published with the resumes of the candidates;
- B. Following the annual election of Directors, all incumbent Directors in office are required to disclose in writing,

to the membership of the Association, all personal interests in locust lake Village, other than lot ownership, together with all business or financial links with, among or between other-members of the Board, Association employees, or service agencies engaged by the Association. Statements by all incumbent Board Members will be published in the first newsletter following the annual election of Directors.

Section 3. Election & Terms. The Board of Directors shall be elected by mail ballot following the summer General Membership meeting each year. The nominating Committee shall present at the summer General Membership meeting a slate of candidates sufficient to fill all expiring terms, as well as all other vacancies on the Board caused by resignation, death, etc. The three candidates receiving the most votes shall be elected to serve a full term of three years. Candidates elected with the next highest number of votes will complete the terms of the vacancies being filled. longest remaining terms will be awarded to the candidates on the basis of most votes received;

- A. Directors' terms of office shall commence at the next regularly scheduled Board of Directors meeting following the date set for counting the mail ballots and shall end at the beginning of said Board of Directors meeting in the years in which their respective terms expire;
- B. Members of the Board of Directors may be elected to serve no more than two consecutive terms. However, any Board member may be elected after not serving on the Board for a period of one year. Upon re-election, any Board member shall again be limited to no more than two consecutive terms. The limitation that no Board member shall serve no more than two consecutive terms shall apply to Board members elected after September, 1991.

Section 4. Vacancies. All vacancies on the Board of Directors shall be filled at the next regular meeting of the Board. Replacements will be appointed, without prejudice, from the list of candidates remaining from the last annual election. Appointments will be made by order of the greatest number of votes received. Only when that person declines to serve will the next person, in order, be appointed. Should the list of remaining candidates be depleted, vacancies may be filled by appointment by a majority vote of the remaining Directors though less than a quorum. Any person appointed to fill a vacancy shall be director until the next annual election.

Section 5. Time and Place of Meetings. Meetings of the Board of Directors shall be held in accordance with Article IV: Meetings.

Section 6. Action by Written Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Directors and shall be filed with the Secretary.

Section 7. Transactions engaged upon between the Association, its officers, and members of its Board of Directors, as individuals or as representatives of other corporations, shall be valid and binding in the absence of fraud.

Section 8. Indemnification. Each present and future Director shall be indemnified by the Association against all liability incurred by such Director by reason of any actions or omissions by him in his capacity as Director provided, however, that such director shall not be indemnified for actions or omissions pursued in bad faith whereby he becomes liable directly to the Association for malfeasance or nonfeasance in office unless such indemnification is approved by the general membership.

Section 9. The minutes of all Board of Directors' meetings shall be posted for the information of all of the membership.

**ARTICLE VIII
OFFICERS**

Section 1. The officers shall be chairman, vice-chairman, secretary, assistant secretary, treasurer, and assistant treasurer. All officers shall be members of the Board of Directors. .

Section 2. Election of Officers. The Board of Directors at the next regularly scheduled meeting following the counting of the mail ballots shall elect for a term of one year the officers of the Association from among the members of the Board of Directors. A person may be elected or appointed to more than one office.

=====
Section 3. The officers shall be chosen by majority vote of the Directors, present and voting.

Section 4. All officers shall hold office at the pleasure of the Board of Directors

Section 5. The Chairman shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 6. The vice - chairman shall perform all the duties of the chairman in his absence.

Section 7. The secretary shall keep the minutes of all procedures in a book to be kept for the purpose, shall record the votes and shall keep the records of the Association. The secretary shall record in a book or file kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 8. The assistant secretary shall perform all the duties of the secretary in his absence.

Section 9. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors, shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer or assistant treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall be signed by the Chairman or Vice -Chairman. The treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year.

Section 10. The assistant treasurer shall perform all the duties of the treasurer in his absence.

Section 11 .Bonds. The Board of Directors shall require a bond from any officers or employees who are authorized to sign checks for the Association and may require the furnishing of a bond from any other officer or employee. The bonds shall be in such amounts as deemed advisable by the Board of Directors and the premiums for such bond shall be paid by the Association.

ARTICLE IX COMMITTEES

Section1. The Board of Directors shall create Committees as the need for them arises;

- A. A committee may have a continuing function, or it may carry out a specified task, The members of any created committee do not, in any case, serve beyond the first meeting of the new Board following each annual election;
- B. The Chairman of a Committee shall be appointed and shall serve at the pleasure of the Chairman of the Board. The Chairman of the Board is a non-voting member of all committees; ,
- C. Committees, when acting within the authority vested in them by the entire Board of Directors, shall serve in an advisory capacity only;
- D. There shall be no more than 3 Board members on any committee.

ARTICLE X NOMINATIONS & ELECTIONS

Section 1. Nominating Committee. A nominating committee consisting of five members shall be selected by the current Board of Directors from the membership-at-large;

- A. It shall present at the annual membership meeting a slate of candidates at least sufficient to fill all. vacancies and expiring terms on the nine member Board;
- B. The nominating committee shall not present the name of any member as a candidate without first having

=====

obtained his assurance to serve, if elected).

Section 2. Nominations;

- C. Immediately after the report by the nominating committee, the chairman shall call for nominations from the floor. Any member in good standing may make nominations for any elective position, but nominations may be made only at the annual membership meeting;
- D. Any member making a nomination from the floor must have first obtained a nominating petition signed by at least five members as well as the written assurance of the nominee to serve, if elected.

Section 3. Election Committee. When all nominations have been made, the chairman shall appoint an Election Committee of five members at large, in good standing, whose duty it shall be to conduct the election. The Election Committee shall set a date for counting the ballots. Ballots must be mailed to the members fourteen days before the date set for the counting of ballots. Ballots received from members must be received in the Association office by noon of the date set for counting the ballots;

- A. Voting must be done by official ballots;
- B. Election to any position or office shall be determined by receipt of the greatest number of votes for the vacancies to be filled;
- C. In the event of a tie vote for the last vacancy on the Board, a runoff election shall be held between the parties tied for said vacancy.

***Revised and Approved by
Membership, Sept. 1996***